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BOARD

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NorRail®, Inc.
Buying, Selling, Leasing
And Management of Railcars

308 12th Avenue South, Buffalo, Minnesota 55313 • Phone: (612) 557-0215 • Fax: (612) 682-2452

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K. Street NW, Suite 700
Washington, D.C. 20423

February 19, 1998

RECORDATION NO. 21234 FILED

FEB 25 '98 11-23 AM

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two originals of Memorandum of Railcar Lease Agreement dated as of September 17, 1997, a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: NorRail, Inc.
308 - 12th Avenue South
Buffalo, MN 55313
Phone: 612-557-0215

Lessee: Cereal Food Processors, Inc.
2001 Shawnee Mission Parkway
Mission Woods, KS 66205
Phone: 913-890-6300

The Memorandum of Railcar Lease Agreement covers 50 covered hopper railcars identified in Exhibit A to the Memorandum of Railcar Lease Agreement. Enclosed is our check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 612-557-0215.

Very truly yours,

Bradley C. Gunstad
Vice President & General Counsel
Enclosures

FORMS/STB

FEB 25 '98

11-23 AM

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of December 31st, 1997 by and between NorRail, Inc., a Minnesota Corporation ("Lessor") and Cereal Food Processors, Inc., a Kansas Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 1749 dated September 30, 1997 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 2 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the fifty (50) new Power Flo II 5650 Cu. Ft. Pressure Differential Covered Hopper Railcars bearing the reporting marks and road numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

Lessor: NORRAIL, INC.

By: [Signature]Its: V.P. SPKBy: Russell D. AdamsIts: Vice President

Lessee: CEREAL FOOD PROCESSORS, INC.

By: Gerald P. CerkleIts: SVP TransportationBy: [Signature]Its: Exec V. Pres. Sales/Mktg.

**EXHIBIT A TO
MEMORANDUM OF RAILCAR LEASE AGREEMENT**

- | | |
|----------------|----------------|
| 1. NRLX056000 | 26. NRLX056025 |
| 2. NRLX056001 | 27. NRLX056026 |
| 3. NRLX056002 | 28. NRLX056027 |
| 4. NRLX056003 | 29. NRLX056028 |
| 5. NRLX056004 | 30. NRLX056029 |
| 6. NRLX056005 | 31. NRLX056030 |
| 7. NRLX056006 | 32. NRLX056031 |
| 8. NRLX056007 | 33. NRLX056032 |
| 9. NRLX056008 | 34. NRLX056033 |
| 10. NRLX056009 | 35. NRLX056034 |
| 11. NRLX056010 | 36. NRLX056035 |
| 12. NRLX056011 | 37. NRLX056036 |
| 13. NRLX056012 | 38. NRLX056037 |
| 14. NRLX056013 | 39. NRLX056038 |
| 15. NRLX056014 | 40. NRLX056039 |
| 16. NRLX056015 | 41. NRLX056040 |
| 17. NRLX056016 | 42. NRLX056041 |
| 18. NRLX056017 | 43. NRLX056042 |
| 19. NRLX056018 | 44. NRLX056043 |
| 20. NRLX056019 | 45. NRLX056044 |
| 21. NRLX056020 | 46. NRLX056045 |
| 22. NRLX056021 | 47. NRLX056046 |
| 23. NRLX056022 | 48. NRLX056047 |
| 24. NRLX056023 | 49. NRLX056048 |
| 25. NRLX056024 | 50. NRLX056049 |

STATE OF KANSAS, COUNTY OF JOHNSON TO WIT:

On this 13th day of December, 1997 before me personally appeared, Gerald P. Corkle and W. L. Franz, to me personally known, who being by me duly sworn, says that they are the Sr. V.P. Transportation and Exec. V.P. Sales, respectively of Cereal Food Processors, Inc., a Kansas Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Lorene Rose
Notary Public

My commission expires: 10-5-98

STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 31st day of December, 1997 before me personally appeared, Lee Struble and Russell S. Adams, to me personally known, who being by me duly sworn, says that they are the V.P. Sales and Vice President, respectively of NorRail, Inc. a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt
Notary Public

My commission expires: 1-31-2000